

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW MEXICO**

IN RE THORNBURG MORTGAGE,
INC. SECURITIES LITIGATION

Case No. CIV 07-815 JB/WDS

THIS DOCUMENT RELATES TO:
ALL ACTIONS

**DEFENDANTS' JOINT REQUEST FOR JUDICIAL NOTICE IN
SUPPORT OF DEFENDANTS' MOTIONS TO DISMISS**

Defendants Garrett Thornburg, Larry A. Goldstone, Clarence G. Simmons, Anne-Drue M. Anderson, David A. Ater, Joseph H. Badal, Eliot R. Cutler, Ike Kalangis, Owen M. Lopez, Francis I. Mullin, III, Stuart C. Sherman, Paul Decoff and Thornburg Mortgage, Inc. (collectively, the “Thornburg Defendants”) and AG Edwards & Sons, Inc., Bear Stearns & Co., Inc., BB&T Capital Markets, Citigroup Global Markets Inc., Friedman, Billings, Ramsey & Co., Inc., Oppenheimer & Company, Inc., RBC Dain Rauscher Corp., Stifel Nicolaus & Company, Inc., and UBS Securities LLC (collectively, the “Underwriter Defendants”) respectfully request that the Court take judicial notice, pursuant to Federal Rule of Evidence 201, of the documents referenced below in connection with the Defendants’ motions to dismiss Plaintiffs’ Consolidated Amended Complaint.

In ruling on a motion to dismiss, the Court may take judicial notice of documents filed with the SEC without converting the motion into one for summary judgment. *McNamara v. Pre-Paid Legal Service, Inc.*, 189 Fed. Appx. 702, 710 n.14 (10th Cir., 2006) (unpublished); *see also*

Tellabs, Inc. v. Makor Issues & Rights, Ltd., __ U.S. __, 127 S. Ct. 2499 (2008) (in determining for purposes of a motion to dismiss whether all of the facts, taken collectively, give rise to a strong inference of scienter, the court should take into account documents incorporated into the complaint by reference and matters of which a court may take judicial notice). In a securities action, such as this one, a Court may take judicial notice of publicly-available documents such as statements of changes in beneficial ownership of securities, SEC Form 4s, and annual statements of beneficial ownership of securities, SEC Form 5s, filed with the Securities and Exchange Commission (the “SEC”) as facts capable of accurate and ready determination by resort to sources whose accuracy is not reasonably questioned. *In re Impac Mortgage Holdings, Inc. Sec. Litig.*, 554 F. Supp. 2d 1083, 1100 n.11 (C.D. Cal. 2008) (taking judicial notice of records demonstrating stock trading history by individual defendants); *Morgan v. ATX, Inc.*, No. C-044362, 2005 U.S. Dist. LEXIS 42346, at *21-22 (N.D. Cal. Sept. 23, 2005) (taking judicial notice of Forms 4 filed with the SEC); *In re Calpine Corp. Sec. Litig.*, 288 F. Supp. 2d 1054, 1075-76 (N.D. Cal. 2003) (taking judicial notice of forms 3, 4, and 5 filed with the SEC); *In re Silicon Graphics, Inc. Sec. Litig.*, 970 F. Supp. 746, 758 (N.D. Cal. 1997) (taking judicial notice of stock ownership forms filed with the SEC as facts capable of accurate and ready determination by resort to sources whose accuracy cannot reasonably be questioned). The Court may also take judicial notice of documents whose contents are alleged in a complaint and whose authenticity no party questions, such as the Form 10-Ks, Form 10-Qs, Form 8-Ks, Prospectus Supplements, analyst research reports, and transcripts of investor conference calls referenced in the CAC. See *Glenbrook Capital L.P. v. Kuo*, 525 F. Supp. 2d 1130, 1137 (N.D. Cal. 2007).

Additionally, judicial notice of the original complaints and PSLRA notice in this action is appropriate as “the court is permitted to take judicial notice of its own files and records, as well as facts which are a matter of public record.” *Binford v. United States*, 436 F.3d 1252, 1256 (10th Cir. 2006). Finally, the Court may take judicial notice of historical stock prices on a motion to dismiss because these facts are “not subject to reasonable dispute [and are] capable of

accurate and ready determination by resort to a source whose accuracy cannot be reasonably questioned.” *In re Merck & Co. Sec. Litig.*, 432 F.3d 261, 264 (3d Cir. 2005); *see also O'Toole v. Northrop Grumman Corp.*, 499 F.3d 1218, 1225 (10th Cir. 2007) (citing *Grimes v. Navigant Consulting, Inc.*, 185 F. Supp. 2d 906, 913 (N.D. Ill. 2002)).

Pursuant to Local Rule 10.5, the Parties have agreed that the exhibits filed with this Request for Judicial Notice may exceed the limit of 50 pages.

Pursuant to this authority, Defendants hereby request that the Court take judicial notice of the following documents:

1. Annual Report on Form 10-K filed by Thornburg Mortgage, Inc. for the period ending 12/31/06. A true and correct copy of this document is attached hereto as Exhibit A.
2. Annual Report on Form 10-K filed by Thornburg Mortgage, Inc. for the period ending 12/31/07. A true and correct copy of this document is attached hereto as Exhibit B.
3. Amended Annual Report on Form 10-K/A filed by Thornburg Mortgage, Inc. for the period ending 12/31/07. A true and correct copy of this document is attached hereto as Exhibit C.
4. Quarterly Report on Form 10-Q filed by Thornburg Mortgage, Inc. for the period ending 3/31/07. A true and correct copy of this document is attached hereto as Exhibit D.
5. Quarterly Report on Form 10-Q filed by Thornburg Mortgage, Inc. for the period ending 6/30/07. A true and correct copy of this document is attached hereto as Exhibit E.
6. Quarterly Report on Form 10-Q filed by Thornburg Mortgage, Inc. for the period ending 9/30/07. A true and correct copy of this document is attached hereto as Exhibit F.
7. Statements of Changes in Beneficial Ownership on Form 4s and Form 5s filed with the SEC by Joseph Badal during the class period. True and correct copies of these documents are attached hereto as Exhibit G.
8. Statements of Changes in Beneficial Ownership on Form 4s filed with the SEC by Larry Goldstone during the class period. True and correct copies of these documents are attached hereto as Exhibit H.

9. Statements of Changes in Beneficial Ownership on Form 4s and Form 5s filed with the SEC by Clarence Simmons during the class period. True and correct copies of these documents are attached hereto as Exhibit I.
10. Statements of Changes in Beneficial Ownership on Form 4s and form 5s filed with the SEC by Garrett Thornburg during the class period. True and correct copies of these documents are attached hereto as Exhibit J.
11. Initial Statement of Beneficial Ownership on Form 3 filed with the SEC by Paul Decoff during the class period. A true and correct copy of this document is attached hereto as Exhibit K.
12. Current Report on Form 8-K filed by Thornburg Mortgage, Inc. on 3/7/08. A true and correct copy of this document is attached hereto as Exhibit L.
13. Current Report on Form 8-K filed by Thornburg Mortgage, Inc. on 8/14/07. A true and correct copy of this document is attached hereto as Exhibit M.
14. Current Report on Form 8-K filed by Thornburg Mortgage, Inc. on 8/21/07. A true and correct copy of this document is attached hereto as Exhibit N.
15. Transcript of Investor Conference Call on July 20, 2007. A true and correct copy of this document is attached hereto as Exhibit O.
16. Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 5/7/07. A true and correct copy of this document is attached hereto as Exhibit P.
17. Preliminary Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 6/11/07. A true and correct copy of this document is attached hereto as Exhibit Q.
18. Free Writing Prospectus dated filed by Thornburg Mortgage, Inc. 6/15/07. A true and correct copy of this document is attached hereto as Exhibit R.
19. Definitive Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 6/18/07. A true and correct copy of this document is attached hereto as Exhibit S.
20. Preliminary Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 8/30/07. A true and correct copy of this document is attached hereto as Exhibit T.
21. Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 9/04/07. A true and correct copy of this document is attached hereto as Exhibit U.
22. Preliminary Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 1/09/08. A true and correct copy of this document is attached hereto as Exhibit V.
23. Preliminary Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 1/09/08. A true and correct copy of this document is attached hereto as Exhibit W.

24. Prospectus Supplement for issue of Thornburg Series F Preferred Stock filed by Thornburg Mortgage, Inc. dated 1/15/08. A true and correct copy of this document is attached hereto as Exhibit X.
25. Prospectus Supplement for issue of Thornburg Common Stock filed by Thornburg Mortgage, Inc. dated 1/15/08. A true and correct copy of this document is attached hereto as Exhibit Y.
26. Plaintiffs' PSLRA notice published on August 21, 2007, attached by plaintiffs as Exhibit A to Docket Item No. 24 in this Court. A true and correct copy of this document is attached hereto as Exhibit Z.
27. Class Action Complaint filed by Kenneth Slater in this Action, Docket Item No. 1. A true and correct copy of this document is attached hereto as Exhibit AA.
28. Class Action Complaint filed by David Sedlmyer and consolidated in this action by the Court's February 8, 2008 Order at Docket No. 49. A true and correct copy of this document is attached hereto as Exhibit BB.
29. Class Action Complaint filed by Donald Smith and consolidated in this action by the Court's February 8, 2008 Order at Docket No. 49. A true and correct copy of this document is attached hereto as Exhibit CC.
30. Class Action Complaint filed by Elaine Snydman and consolidated in this action by the Court's February 8, 2008 Order at Docket No. 49. A true and correct copy of this document is attached hereto as Exhibit DD.
31. Class Action Complaint filed by Denis Roy Gonsalves and consolidated in this action by the Court's February 8, 2008 Order at Docket No. 49. A true and correct copy of this document is attached hereto as Exhibit EE.
32. Shelf Registration Statement for Thornburg common stock filed by Thornburg Mortgage Inc., dated 5/20/05. A true and correct copy of this document is attached hereto as Exhibit FF.
33. The Securities and Exchange Commission General Instructions for Form 8-K, SEC 873 (02-08). A true and correct copy of this document is attached hereto as Exhibit GG.
34. Annual Report to Stockholders of the Federal Home Loan Mortgage Corporation, Freddie Mac, for the year ending 12/31/06. A true and correct copy of this document is attached hereto as Exhibit HH.

35. Annual Report to Stockholders of the Federal Home Loan Mortgage Corporation, Freddie Mac, for the year ending 12/31/07. A true and correct copy of this document is attached hereto as Exhibit II.
36. Current Report on Form 8-K filed by Thornburg Mortgage, Inc. on 4/19/07. A true and correct copy of this document is attached hereto as Exhibit JJ.
37. Chart of NYSE trading data for Thornburg Mortgage commons stock for the class period. A true and correct copy of this data is attached hereto as Exhibit KK.
38. Research Report on Thornburg Mortgage Inc. by RBC Capital Markets dated 8/14/07. A true and correct copy of this data is attached hereto as Exhibit LL.
39. Research Report on Thornburg Mortgage Inc. by Credit Suisse dated 8/14/07. A true and correct copy of this data is attached hereto as Exhibit MM.
40. Preliminary Prospectus Supplement filed by Thornburg Mortgage, Inc. dated 5/3/07. A true and correct copy of this document is attached hereto as Exhibit NN.

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I HEREBY CERTIFY that on the 22nd of September, 2008, I filed the foregoing Request for Judicial Notice electronically through the CM/ECF system, which caused the parties or counsel to be served by electronic means, as more fully reflected on the Notice of Electronic Filing.

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